

**TRAILER TRAIN
COMPANY**

101 NORTH WACKER DRIVE · CHICAGO, ILLINOIS 60606
(312) 853-3223

ANTHONY J. BARTON
DIRECTOR - EQUIPMENT FINANCING
ASSISTANT TREASURER & ASSISTANT SECRETARY

DIRECT LINE: (312) 984-3824

RECORDATION DIV. 15696-A FILE 1328

SEP 23 1988 2 05 PM

INTERSTATE COMMERCE COMMISSION

September 22, 1988

100 OFFICE OF
THE SECRETARY
SEP 23 1 55 PM '88
MOTOR OPERATING UNIT

VIA FEDERAL EXPRESS

Honorable Noretta R. McGee
Secretary
Interstate Commerce Commission
12th & Constitutional Avenue, N.W.
Room 2303
Washington, DC 20423

8 267A041

No. 1
Date SEP 23 1988
Fee \$ 13.00

Dear Ms. McGee:

BAC Washington, D. C.

Submitted herewith for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder are three (3) fully executed documents as follows:

Manufacturing Agreement Supplement No. 1 dated as of September 7, 1988, a secondary document, supplementing the Manufacturing Agreement dated as of May 13, 1988.

Parties to this transaction are as follows:

Trailer Train Company (Company)
101 North Wacker Drive
Chicago, IL 60606

Bethlehem Steel Corporation (Manufacturer)
17 John Street
Johnstown, PA 15907

The general description of the equipment is as follows:

Type	AAR Mechanical Designation	No. of Units	Marked*	Numbered
5-platform, articulated single level container flatcar	FC	40	NTTX	67150-67189

* All units will have marked on each side the following legend, "Ownership Subject to a Security Agreement Filed with the Interstate Commerce Commission".

Honorable Noreta R. McGee
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Enclosed is our check in the amount of \$13.00 to cover filing fees.

Prior recordations pertaining to this Supplement No. 1 being recorded are as follows:

"Manufacturing Agreement dated May 13, 1988,
recorded on June 24, 1988, at 1:15 p.m.
recordation number 15696.

A short summary of the Manufacturing Agreement to appear in the Index is as follows:

"Manufacturing Agreement Supplement No. 1 covering 40
five-unit, single level, container flatcars numbered
67150-67189".

Once the filing has been made, please retain one copy and return the remaining stamped counterparts and transmittal letter copy to me via certified mail.

Very truly yours,



Anthony J. Barton
Director - Equipment Financing
& Assistant Treasurer

AJB:map

Enclosures

P.S. Ms. Mildred Lee - As per your previous conversation, please call Dean Holmes at 312/984-3747 as soon as this agreement is recorded advising him of the recordation number, date and time. Thank you very much.

MANUFACTURING AGREEMENT SUPPLEMENT #1, dated as of September 7, 1988, between BETHLEHEM STEEL CORPORATION ("Manufacturer") and TRAILER TRAIN COMPANY (the "Company").

RECORDATION NO. 15696-A
SEP 23 1988-2 05 PM
INTERSTATE COMMERCE COMMISSION

The parties hereto have heretofore entered into a Manufacturing Agreement dated as of May 13, 1988, which provides for the execution and delivery from time to time of supplements thereto each substantially in the form hereof for the purpose of subjecting to said Manufacturing Agreement additional units of new, standard gauge railroad equipment.

The units of railroad equipment described in Item 1 of Annex A hereto are hereby subjected to said Manufacturing Agreement. The information set forth in Annex A hereto in respect of such units of railroad equipment, and set forth in Items 2, 3, and 4 of said Annex A, is hereby incorporated into Annex A to the Manufacturing Agreement as though originally set forth therein; provided, however, that such information shall apply and refer only to the units of railroad equipment described in Annex A hereto.

IN WITNESS WHEREOF, The parties hereto, each pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names by duly authorized officers and their respective corporate seals to be hereunto affixed and duly attested, all as of the day, month and year first above written.

BETHLEHEM STEEL CORPORATION

By: W. G. T. Brule
~~Vice President~~

Acting President - Freight Car Division

(Corporate Seal)

ATTESTATION:

R. J. [Signature]
Assistant Secretary

TRAILER TRAIN COMPANY

By: Thomas D. Marion
Treasurer

(Corporate Seal)

ATTESTATION:

A. J. [Signature]
Assistant Secretary

STATE OF PENNSYLVANIA)
) SS.:
COUNTY OF CAMBRIA)

On this 14th day of September 1988, before me personally appeared W. G. Brader, to me personally known, who, being by me duly sworn, says that he is a Acting President - F.C.O. of BETHLEHEM STEEL CORPORATION that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

NOTARIAL SEAL
RICHARD J. MIKULA, Notary Public
Johnstown, Cambria County
~~My Notarial Seal Expires Feb. 29, 1992~~

Richard J. Mikula
Notary Public

STATE OF ILLINOIS)
) SS.:
COUNTY OF COOK)

On this 7th day of September 1988, before me personally appeared Thomas D. Marion, to me personally known, who, being by me duly sworn, says that he is the Treasurer of TRAILER TRAIN COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

John G. Rainsford
Notary Public

(NOTARIAL SEAL)

"OFFICIAL SEAL"
John G. Rainsford
Notary Public, State of Illinois
My Commission Expires 10/1/90

ANNEX A
TO MANUFACTURING AGREEMENT SUPPLEMENT #5

BETHLEHEM STEEL CORPORATION
(Manufacturer)

TRAILER TRAIN COMPANY
(Company)

Item 1:

<u>Type*</u>	<u>Qty.</u>	<u>Company Car Numbers (Inclusive)</u>	<u>Unit Purchase Price</u>	<u>Total Purchase Price</u>	<u>Month(s) of Delivery</u>	<u>Spec. (Contract Number)</u>
NTTX	40	67150-67189			Nov-Dec.'88	T-1088-B

Item 2: April 30, 1989

Item 3: To be determined

Item 4: 17 John Street
Johnstown, PA 15907

* Five-platform articulated single level container flat cars built in accordance with Trailer Train Co., Specification No. 68-43-011586 dated January 15, 1986 revised February 1, 1988 and Trailer Train Co., Specification No. 68-43-071686 dated July 16, 1986 revised March 22, 1988 (Buyer's Specification) and Bethlehem Steel Specification No. X-300-924 dated April 12, 1988.